

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

PENNSYLVANIA GENERAL  
INSURANCE COMPANY f/k/a General  
Accident Insurance Company of America  
and ONEBEACON AMERICA  
INSURANCE COMPANY f/k/a  
Commercial Union Insurance Company,

Plaintiffs,

v.

CAREMARKPCS f/k/a AdvancePCS,  
and CAREMARK RX, INC.,

Defendants.

No. 3-OVCV-0844G

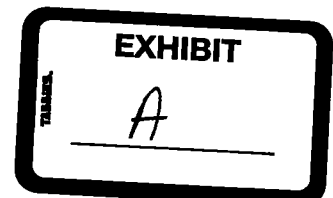
**AFFIDAVIT OF ROBERT H. GRIFFITH**

I, Robert H. Griffith, being duly sworn on oath, depose and state as follows:

1. I am a partner in the law firm of Ungaretti & Harris LLP, the attorneys retained to represent the Defendants CaremarkPCS, f/k/a AdvancePCS, and Caremark Rx, Inc. (collectively referred to as "AdvancePCS" and/or "Defendant") in the above captioned action.

2. That I have personal knowledge of the facts contained herein.

3. Attached hereto as Exhibit 1 is a table of persons who are potentially witnesses in this case, in addition to those witnesses listed on the attachment to Michael J. Duffy's Affidavit attached to Plaintiffs' Brief in Opposition to Defendants' Motion to Dismiss or, Alternatively, For a Stay. They consist of witnesses from the case entitled *United Healthcare Insurance Company and AARP v. AdvancePCS*, Case No. 01-2320 JRM, in the United States District Court for the District of Minnesota (the "AARP action" or "AARP suit") and attorneys involved in the prosecution and/or defense of that action. The locations noted on the table are the last known

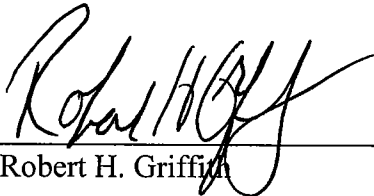


address of the individuals, either as the place where they practice law or alternatively their location given in their deposition in the AARP action.

4. The attached table, Exhibit 1, also lists certain company representatives from AdvancePCS, OneBeacon, National Union, AIG, and CNA. The locations set forth on the chart for these individuals is based upon a review of correspondence and other documents received from Plaintiffs and the other insurers.

5. The foregoing facts are true to the best of my knowledge and belief.

FURTHER AFFIANT SAYETH NOT.

  
Robert H. Griffith

SUBSCRIBED AND SWORN to before  
me this 29th day of June, 2005.

  
Notary Public



CaremarkPCS, f/k/a Advance Paradigm, Inc., and f/k/a AdvancePCS vs. Pennsylvania General Insurance Company, f/k/a General Accident Insurance Company of America, et. al.  
Court No. 05 CH 07513 In the Circuit Court of Cook County, Illinois – Chancery Division

***Potential Witness List***

<b><i>Witness</i></b>	<b><i>Affiliation</i></b>	<b><i>Location</i></b>
Carmen Della Terza Home Office Claim Consultant (Analyst)	OneBeacon	Naperville, Illinois
Pamela Derhake	CNA	Downers Grove, Illinois
James K. Catania	CNA	Downers Grove, Illinois
Yusef H. Murphy	CNA	Downers Grove, Illinois
Kimberly Taylor	CNA	Chicago, Illinois
Mary Hickey	CNA	Chicago, Illinois
Denise M. Jordan	CNA	Chicago, Illinois
Carrie Gallagher	AIG	New York, New York
Mark Dias AVP, Specialty Claims	OnceBeacon Insurance Group	Boston, Massachusetts
Russell O. Farr Vice President Legal Services & Managing Counsel- Litigation	Caremark Rx, Inc.	Scottsdale, Arizona
Jackson L. Hockman Claim Manger	Chicago ASIC	Chicago, Illinois
Anna M. Brouker	OneBeacon	Albany, New York
Peter C. Connolly	AdvancePCS	Scottsdale, Arizona
Anne McCarthy Claims Operations Supervisor	OneBeacon Insurance Company	Philadelphia, Pennsylvania
Paul Turecamo Sr. Home Office Claim Manager	OneBeacon Insurance	Boston, Massachusetts
Holly Weatherby	AIG Technical Services, Inc.	New York, New York
Michael J. Lyle Holly E. Loiseau Christine P. Hsu Maureen Testoni George J. Hazel Cleveland Lawrence Alejandra C. Montenegro	Weil, Gotschal & Manges LLP	Washington, D.C.
David B. Potter Bret A. Puls Bray Dohrwardt	Oppenheimer Wolff & Donnelly LLP	Minneapolis, Minnesota

**EXHIBIT**

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<i>Witness</i>	<i>Affiliation</i>	<i>Location</i>
Mark J. Briol Amy Ihlan Vicki J. Bitner	Briol & Associates, PLLC	Minneapolis, Minnesota
Anthony Herman	Covington & Burling	Washington, D.C.
W. Thomas McGough, Jr. Mary J. Hackett Christopher J. Soller Douglas E. Cameron	Reed Smith LLP	Pittsburgh, Pennsylvania
Lewis A. Remele, Jr. Kevin P. Hickey	Bassford, Lockhart, Truesdell & Briggs, P.S.	Minneapolis, Minnesota